

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

This Corporate Governance and Nominating Committee Charter is effective as of December 1, 2004.

The Corporate Governance and Nominating Committee (the “Committee”) shall be comprised solely of independent directors, to serve at the pleasure of the Board.

The Chairperson of the Committee or, if not present, the senior independent director present, shall preside at all meetings of the Committee.

The Secretary of the Company is the Secretary of the Committee. The Chief Executive Officer shall meet with the Committee as appropriate. Minutes of each meeting will be prepared by the Secretary and the Committee will report the results of its meetings to the Board.

PURPOSES, GOALS AND RESPONSIBILITIES

PURPOSES

The purpose of the Committee is to:

- identify and screen individuals qualified for nomination to the Board;
- recommend to the Board director nominees for election at each meeting of stockholders at which directors are to be elected and recommend to the Board individuals to fill any vacancies on the Board that arise between such meetings;
- recommend to the Board directors for appointment to each committee of the Board;
- recommend to the Board a set of corporate governance principles applicable to the Company and, as necessary or advisable, recommend periodic amendments thereto; and
- lead the Board in its annual review of the Board's performance.

GOALS AND RESPONSIBILITIES

The Committee shall perform each of the specific duties enumerated below.

Board and Committee Nominees

1. The Committee shall have the sole authority to retain and terminate (i) any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms and (ii) compensation consultants used to assist in the evaluation of Board of Director compensation and

sole authority to approve the consultants fees and retention terms. The Committee shall also have the authority to obtain advice and assistance from internal and external legal, accounting or other advisors in connection with the performance of its duties and responsibilities, the cost of which shall be borne by the Company.

2. The Committee shall establish criteria for Board membership, consistent with all applicable laws and regulations, and shall identify and screen candidates for nomination to the Board.
3. The Committee shall recommend to the Board, based on relevant criteria, director nominees for election at each meeting of stockholders at which directors are to be elected and recommend to the Board individuals to fill any vacancies on the Board that arise between such meetings.
4. The Committee shall establish criteria for membership, consistent with all applicable laws and regulations, on each committee of the Board and recommend to the Board directors for appointment to such committees.

Corporate Governance Matters

The Committee shall recommend to the Board a set of corporate governance principles applicable to the Company. The Committee shall, from time to time, as the Committee deems appropriate, but no less frequently than annually, review and assess the adequacy of the Company's corporate governance principles and recommend to the Board for approval any changes that the Committee considers appropriate.

The Committee shall review and make recommendations to the Board with respect to the compensation of the Board of Directors.

Board Evaluations

1. The Committee shall prepare an assessment of the Board and each committee of the Board and report annually to the full Board. The assessment shall generally include annual performance objectives for the Board, the contributions to the Company of the Board and each committee, whether the Board and each committee has complied with the Company's corporate governance principles, and the areas in which the Board and its committees could improve their functioning.
2. At least annually, the Committee shall review with the Board the background and qualifications of the Board members, as well as an assessment of the Board's composition and size in light of the Board's needs and objectives.

Other

1. The Committee shall report to the Board on a regular basis regarding matters that it oversees and inform the Board promptly of any issues or concerns.
2. The Committee shall have the authority to form, and delegate authority to, subcommittees when appropriate and to establish other rules and operating procedures in order to fulfill its obligations under this Charter and applicable law and regulations.
3. At least annually, the Committee shall evaluate its own performance, review this Charter, and make recommendations to the Board for any proposed changes.
4. The Committee shall report to the Board from time to time on the status of any significant legal proceedings or governmental investigations.

MEMBER QUALIFICATIONS; APPOINTMENT AND REMOVAL

Membership shall be limited to the independent directors of the Company. Members must have an understanding of and interest in corporate governance and corporate board issues, derived from membership on boards of public companies or relevant training, experience or education.

The members of the Committee, and the Chairperson of the Committee, shall be appointed by a vote of a majority of the Board. Members shall serve on the Committee for such period as the Board may determine, and may be removed from the Committee at any time upon the vote of a majority of the Board.

QUORUM; MEETING FREQUENCY

For the transaction of business at any meeting of the Committee, a majority of the members shall constitute a quorum.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but at least twice each fiscal year of the Company. Meetings may be called by the Chairperson of the Committee or upon the vote of a majority of the Board. Committee members may attend meetings in person, by conference call or through other means by which each member may hear and be heard by each other member, and the Committee may also act by written consent. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee.